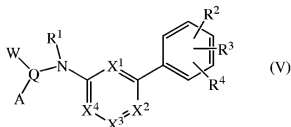


CLAIM AMENDMENTS

1-9. (canceled)

10. (currently amended): A compound of the formula (V)



or a pharmaceutically acceptable ~~prodrug~~, salt, enantiomer, or diastereomer form thereof, wherein said ~~prodrug form is a phosphate ester joined to a phosphorous oxygen bond to a free OH of the compound of formula (V);~~

wherein X^1 and X^2 are N and X^3 and X^4 are C independently substituted with Y;

R^1 is H, C_{1-6} alkyl, C_{1-6} alkylNR⁵R⁶, C_{1-6} alkylNR⁵COR⁶, C_{1-6} alkylNR⁵SO₂R⁶, C_{1-6} alkylCO₂R⁵, or C_{1-6} alkylCONR⁵R⁶,

wherein R^5 and R^6 are each independently H, C_{1-4} alkyl, aryl, hetaryl, C_{1-4} alkylaryl, or C_{1-4} alkylhetaryl or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR⁷;

wherein R^7 is H or C_{1-4} alkyl;

R^2 is selected from OH, C_{1-6} alkylOH, OC₂₋₆ alkylOH, C_{1-6} alkylNR⁸R⁹, OC₂₋₆ alkylNR⁸R⁹, C_{1-6} alkylNR⁸COR⁹, OC₂₋₆ alkylNR⁸COR⁹, C_{1-6} alkylhetaryl, OC₂₋₆ alkylhetaryl, OCONR⁸R⁹, NR⁸COOR⁹, NR¹⁰CONR⁸R⁹, CONR⁸R⁹, and NR⁸COR¹²;

wherein R^8 and R^9 are each independently H, C_{1-4} alkyl, C_{1-4} alkylNR¹¹R¹³, hetaryl, or cyclohetalkyl, or may be joined to form ~~an optionally substituted~~ a 3-8 membered ring optionally containing one of O, S or NR¹⁴;

wherein R^{12} is C_{2-4} alkyl, C_{1-4} alkylNR¹¹R¹³, hetaryl, or cyclohetalkyl;

wherein R^{11} and R^{13} are each independently H, or C_{1-4} alkyl, or may be joined to form ~~an optionally substituted~~ a 3-8 membered ring optionally containing one of O, S or NR¹⁴;

wherein R^{14} is H or C_{1-4} alkyl;

wherein R^{10} is H or C_{1-4} alkyl;

R^3 and R^4 are each independently H, halogen, C_{1-4} alkyl, OH, OC_{1-4} alkyl, CF_3 , or OCF_3 ;

~~Q is a bond, or is C_{1-4} alkyl when W is present;~~

W is selected from C_{1-4} alkyl, and C_{2-6} alkenyl; where C_{1-4} alkyl or C_{2-6} alkenyl may be optionally substituted with C_{1-4} alkyl, OH, OC_{1-4} alkyl, or $NR^{15}R^{16}$;

wherein R^{15} , and R^{16} are each independently H, C_{1-4} alkyl, C_{1-4} alkyl cycloalkyl, C_{1-4} alkyl cyclohetalkyl, aryl, or hetaryl, or may be joined to form ~~an optionally substituted~~ a 3-8 membered ring optionally containing one of O, S or NR^{17} ;

wherein R^{17} is H, or C_{1-4} alkyl;

A is aryl or hetaryl optionally substituted with 0-3 substituents independently selected from halogen, C_{1-4} alkyl, CF_3 , aryl, hetaryl, OCF_3 , OC_{1-4} alkyl, OC_{2-5} alkyl $NR^{18}R^{19}$, Oaryl, Ohetaryl, CO_2R^{18} , $CONR^{18}R^{19}$, $NR^{18}R^{19}$, C_{1-4} alkyl $NR^{18}R^{19}$, $NR^{20}C_{1-4}$ alkyl $NR^{18}R^{19}$, $NR^{18}COR^{19}$, $NR^{20}CONR^{18}R^{19}$, and $NR^{18}SO_2R^{19}$;

wherein R^{18} and R^{19} are each independently H, C_{1-4} alkyl, C_{1-4} alkyl cyclohetalkyl, aryl, hetaryl, C_{1-4} alkyl aryl, or C_{1-4} alkyl hetaryl, or may be joined to form ~~an optionally substituted~~ a 3-8 membered ring optionally containing one of O, S or NR^{21} ;

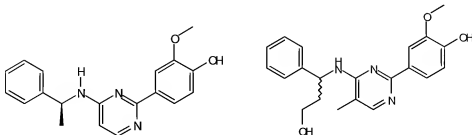
wherein R^{21} is H or C_{1-4} alkyl;

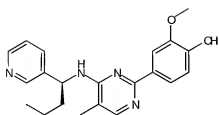
wherein R^{20} is H or C_{1-4} alkyl;

Y is selected from H, C_{1-4} alkyl, OH, and $NR^{22}R^{23}$;

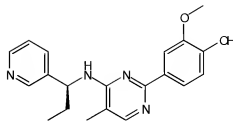
wherein R^{22} , R^{23} are each independently H or C_{1-4} alkyl.

11. (currently amended): A compound according to claim 10 selected from the group consisting of:



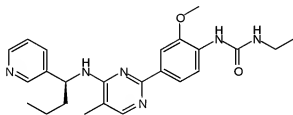


and



or a pharmaceutically acceptable ~~prodrug~~, salt or enantiomer form thereof, wherein said ~~prodrug~~ form is a phosphate ester joined to a phosphorous-oxygen bond to a free-OH of the compound of formula (V).

12. (currently amended): A compound of the formula:



or a pharmaceutically acceptable ~~prodrug~~, salt or enantiomer form thereof, wherein said ~~prodrug~~ form is a phosphate ester joined to a phosphorous-oxygen bond to a free-OH of the compound of formula (V).

13. (canceled)
14. (previously presented): A composition comprising a carrier and at least one compound according to claim 10.
15. (withdrawn): A method to treat a hyperproliferation-related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 10.

16. (withdrawn): The method of claim 15, wherein the hyperproliferation-related disorder or disease state is treatable by the modulation of microtubule polymerisation.

17. (withdrawn): The method of claim 15, wherein the hyperproliferation-related disorder or disease state is selected from the group consisting of cancer, infectious diseases, vascular restenosis or inflammatory diseases.

18. (withdrawn): A method to treat a protein-kinase related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 16.

19. (withdrawn): The method of claim 18, wherein the protein-kinase related disorder or disease state is selected from the group consisting of atopy, cell mediated hypersensitivity, rheumatic diseases, other autoimmune diseases and viral diseases.

20. (withdrawn): A method to treat diseases and conditions associated with inflammation and infection in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 10.

21. (previously presented): A composition comprising a carrier and at least one compound according to claim 11.

22. (previously presented): A composition comprising a carrier and at least one compound according to claim 12.

23. (previously presented): The compound of claim 10, wherein R^2 is selected from C_{1-6} alkylOH, OC_{2-6} alkylOH, C_{1-6} alkylNR⁸R⁹, OC_{2-6} alkylNR⁸R⁹, C_{1-6} alkylNR⁸COR⁹, OC_{2-6} alkylNR⁸COR⁹, C_{1-6} alkylhetaryl, OC_{2-6} alkylhetaryl, $OCONR^8R^9$, NR^8COOR^9 , $NR^{10}CONR^8R^9$, $CONR^8R^9$, and NR^8COR^{12} .

24. (currently amended): The compound of claim 23, wherein:

R^1 is H, C_{1-6} alkyl, C_{1-6} alkylNR⁵R⁶, where R⁵ and R⁶ are each independently H, C_{1-4} alkyl, aryl, or hetaryl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR⁷;

wherein R⁷ is H or C_{1-4} alkyl;

Q is CH;

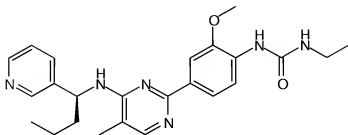
W is C_{1-4} alkyl, or C_{2-6} alkenyl; where C_{1-4} alkyl or C_{2-6} alkenyl may be optionally substituted with C_{1-4} alkyl, OH, OC_{1-4} alkyl or NR¹⁵R¹⁶;

R¹⁵, and R¹⁶ are each independently H or C_{1-4} alkyl, or may be joined to form ~~an optionally substituted~~ a 3-8 membered ring optionally containing one of O, S or NR¹⁷;

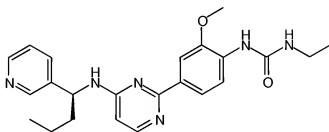
A is aryl, or hetaryl optionally substituted with 0-2 substituents independently selected from halogen, C_{1-4} alkyl, CF₃, aryl, hetaryl, OCF₃, OC_{1-4} alkyl, OC_{2-5} alkylNR¹⁸R¹⁹, Oaryl, Ohetaryl, CO₂R¹⁸, CONR¹⁸R¹⁹, NR¹⁸R¹⁹, C_{1-4} alkylNR¹⁸R¹⁹, NR²⁰ C_{1-4} alkylNR¹⁸R¹⁹, NR¹⁸COR¹⁹, NR²⁰CONR¹⁸R¹⁹, and NR¹⁸SO₂R¹⁹; and

Y is selected from H, C_{1-4} alkyl and NR²²R²³.

25. (currently amended): The compound of claim 23 selected from:



and



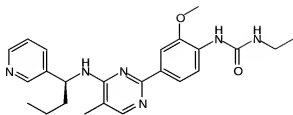
or a pharmaceutically acceptable prodrug, salt or enantiomer form thereof, wherein said prodrug form is a phosphate ester joined to a phosphorous oxygen bond to a free OH of the compound of formula (V).

26. (previously presented): A composition comprising a carrier and at least one compound according to claim 23.

27. (previously presented): A composition comprising a carrier and at least one compound according to claim 24.

28. (previously presented): A composition comprising a carrier and at least one compound according to claim 25.

29. (new): A compound of the formula:



30. (new): A composition comprising a carrier and at least one compound according to claim 29.